

EXHIBIT A

EXHIBIT TE 1038



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PRIVILEGED AND CONFIDENTIAL

Potato Corner Global Company Limited
Attn: Erlinda Bartolome
869 Katarungan St., Barangay Plainview
Mandaluyong City, 1550 Philippines

August 16, 2011

B. Olivas
Matter # 373527-000001
Invoice # 2609883

For Professional Services Through July 31, 2011:

Client: **Cinco Corporation**
Matter: **Potato Corner USA**

Current Fees	\$	18,889.50
Current Disbursements	\$	<u>2,364.96</u>
Total This Invoice	\$	<u>21,254.46</u>

Please send remittance to: DLA Piper LLP (US)
P.O. Box 64029
Baltimore, Maryland 21264-4029

Or wire remittance to: M&T Bank
25 South Charles Street, 18th Floor
Baltimore, MD 21201
Account Name: DLA Piper LLP (US) Operating Account
Account #: 074-8148-5
ABA Transit #: 022000046
Swift Code: MANTUS33INT
Law Firm Tax Identification Number: 52-0616490

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Fees:

<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>
06/25/10	Coordinate regarding corporate structure matters. Related follow-up.	Lorenzo, Murty B.	0.40
07/16/10	Revise draft joint venture agreement to incorporate comments by client; discuss requirements for formation of PCIV (LLC) and PC International Delaware with Ms. S. Reynolds.	Olivas, Ben Ramos	0.80
07/16/10	Conference with Ben regarding corporate structure and capitalization issues; e-mail to Ben regarding disclosure requirements regarding these issues; prepare memo to Ben and Lydia regarding capitalization questions raised and State of California requirements regarding capitalization.	Lambert, Kim A.	2.20
07/16/10	Telephone call with Attorney Olivas regarding formation of PCIV USA, LLC and Potato Corner International, Inc.; prepare formation documents regarding same; coordinate filing with Delaware Secretary of State.	Reynolds, Susan M.	1.00
07/18/10	Conference call with Mr. J. Magsaysay, Ms. L. Bartolome and Attorney K. Lambert to discuss Santa Anita stores situation, comments/changes to the draft JV agreement, and next steps for formation of JV structure.	Olivas, Ben Ramos	1.20
07/18/10	Telephone conference regarding corporate structure; existing business and capitalization issues.	Lambert, Kim A.	1.00
09/13/10	Conference call with Attorney K. Lambert, Mr. J. Magsaysay and Ms. E. Bartolome regarding structuring and capitalization of PCIV; discuss changes to JV Agreement.	Olivas, Ben Ramos	2.00
10/05/10	Conference with Attorney Olivas regarding organizational matters.	Reynolds, Susan M.	1.00
10/11/10	Obtain Parasec services for registered agent process services for PC-Intl.	Olivas, Ben Ramos	0.80
10/12/10	Respond to Ms. L. Bartolome's questions regarding visa requirements and revisions to JV agreement.	Olivas, Ben Ramos	0.50
10/12/10	Attention to organization matters.	Reynolds, Susan M.	0.50
10/13/10	Discuss completion of various corporate filings for PC-Intl with Ms. S. Reynolds.	Olivas, Ben Ramos	0.80
10/13/10	Prepare organizational documents including minutes, bylaws, fictitious business name statement, stock purchase	Reynolds, Susan M.	2.00



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<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>
	statement for Potato Corner International, Inc.; attention to application for taxpayer ID number regarding same.		
10/14/10	Complete fictitious business name and tax ID registration for PC-Intl.	Olivas, Ben Ramos	0.50
10/21/10	Complete investor representation statement; send corporate documents for PC-Intl to Ms. L. Bartolome and discuss next steps for structure implementation.	Olivas, Ben Ramos	0.60
10/21/10	Attention to organizational matters for Potato Corner International, Inc.	Reynolds, Susan M.	0.50
10/26/10	Attention to filing of fictitious business name.	Reynolds, Susan M.	0.60
10/27/10	Attention to organizational matters.	Reynolds, Susan M.	0.50
10/29/10	Revise JV implementation arrangements, including documents required to complete funding and restructuring steps; confirm opening of Wells Fargo bank account with Ms. S. Chu.	Olivas, Ben Ramos	2.50
11/02/10	Update call with Ms. L. Bartolome regarding set up of PCJV.	Olivas, Ben Ramos	1.00
11/02/10	Follow-up with service agent regarding fictitious business name application.	Reynolds, Susan M.	0.30
11/04/10	Attention to name availability in Delaware for regarding new limited liability formation.	Reynolds, Susan M.	0.40
11/05/10	Prepare and file Certificate of Formation for PCI Trading LLC.	Reynolds, Susan M.	0.50
11/10/10	Follow-up on various items regarding set-up of PCJV (audit of balance sheet, trademark registration, various corporate and commercial registrations required).	Olivas, Ben Ramos	0.50
11/11/10	Apply for and obtain employer identification number for PCI Trading, LLC; conferences with Ms. Reynolds regarding same.	Ortiz, Lisa A.	0.50
11/15/10	Respond to Mr. J. Magsaysay's questions regarding Wells Fargo bank account information and fund transfers.	Olivas, Ben Ramos	0.50
12/07/10	Arrange for Wells Fargo bank account deposits for PC-Intl; provide status update to Mr. J. Magsaysay, and Ms. L. Bartolome.	Olivas, Ben Ramos	1.50
12/10/10	Arrange for deposit of funds by PC-Intl to the PCJV account; discuss next steps with Mr. A. Neminan, follow-up with Singer Lewak regarding audit requirements.	Olivas, Ben Ramos	1.60



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<u>Date</u>	<u>Description</u>	<u>Timekeeper</u>	<u>Hours</u>
01/03/11	Finalize JV Agreement and send to client; Singer Lewak.	Olivas, Ben Ramos	0.50
01/10/11	Attention to matters relating to issuance of ownership certificates.	Reynolds, Susan M.	0.20
02/02/11	Attention to matters relating to membership certificates and stock certificates for Potato Corner International, Inc. and PCJV, LLC.	Reynolds, Susan M.	2.00
02/04/11	Revise stock certificates.	Reynolds, Susan M.	0.30
02/07/11	Meet with Mr. J. Magsaysay to discuss, finalize and sign FDD application; transfer of WI's bank accounts for PC-Int'l.	Olivas, Ben Ramos	1.50
02/08/11	Draft letter regarding initial franchise registration filing in California.	Krull, Colin	0.50
02/11/11	Prepare California additional disclosures for registration filing.	Krull, Colin	0.80
02/17/11	Meet with PCJV management to discuss corporate and tax structure.	Olivas, Ben Ramos	1.00
03/23/11	Call with Ms. Pia Marie Dyquiango regarding L-1 visa issues for Mr. J. Magsaysay.	Olivas, Ben Ramos	0.80
04/04/11	Discuss corporate, franchising and tax issues with Mr. J. Magsaysay.	Olivas, Ben Ramos	0.80
04/07/11	Meet with Mr. J. Magsaysay to discuss various PCJV matters.	Olivas, Ben Ramos	1.00
04/08/11	Review draft tax return for PC-Int'l and provide comments to Ms. L. Bartolome.	Olivas, Ben Ramos	0.50
04/27/11	Update call with Ms. L. Bartolome on various tax and corporate matters.	Olivas, Ben Ramos	0.50
Total Hours			36.30
Total Fees			\$18,889.50



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Timekeeper Summary

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Olivas, Ben Ramos	Partner	6.60	695.00	4,587.00
Olivas, Ben Ramos	Partner	14.50	665.00	9,642.50
Corenzo, Marty B.	Partner	0.40	605.00	242.00
Lambert, Kim A.	Of Counsel	3.20	400.00	1,280.00
Reynolds, Susan M.	Paralegal	2.50	285.00	712.50
Reynolds, Susan M.	Paralegal	7.30	275.00	2,007.50
Krull, Colin	Paralegal	1.30	235.00	305.50
Ortiz, Lisa A.	Paralegal	0.50	225.00	112.50
Totals		36.30		18,889.50

Disbursements:

<u>Date</u>	<u>Description</u>	<u>Amount</u>
08/24/10	Corporate/LLC/Partnership Filings - VENDOR: NATIONAL CORPORATE RESEARCH, LTD* FORMULATION/INCORPORATION FILINGS AND STAT REPRESENTATION RE: PCIV, LLC; POTATO CORNER INTERNATIONAL, INC	900.00
10/26/10	Delivery Services - Vendor: UNITED PARCEL SERVICE - FROM: Susan Reynolds TO: Misty-Dawn Riley National Corporate Research 1107 9th St., Ste. 1025 SACRAMENTO CA	11.84
12/27/10	Registered Agent Services - VENDOR: NATIONAL CORPORATE RESEARCH, LTD* ASSUME/FICTITIOUS NAME FILINGS AND PUBLICATIONS RE: POTATO CORNERS INTERNATIONAL, INC (DBA) POTATO CORNERS	359.00
12/27/10	Corporate/LLC/Partnership Filings - VENDOR: NATIONAL CORPORATE RESEARCH, LTD* QUALIFICATION FILING/GOOD STANDING CERT RE: POTATO CORNER INTERNATIONAL INC	253.00
12/27/10	Corporate/LLC/Partnership Filings - VENDOR: NATIONAL CORPORATE RESEARCH, LTD* FORMATION FILING/STATUTORY REPRESENTATION RE: PCI TRADING LLC	449.00



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<u>Date</u>	<u>Description</u>	<u>Amount</u>
03/15/11	AIR FARE - VENDOR: M&T BANK, N.A.-VISA PURCHASING CARD- BEN RAMOS OLIVAS TRAVEL TO SANTA ANA FOR MEETING ON 02/17/11	0.00
03/17/11	Hotel - VENDOR: AMERICAN EXPRESS BEN OLIVAS - HOTEL TO ATTEND MEETING WITH CLIENT ON 2/17/11 - 2/18/11	0.00
04/06/11	Delivery Services - VENDOR: FEDERAL EXPRESS CORPORATION TO MS. SHOKREH ARAM CA DEPARTMENT OF CORPORATIONS 2/11/2011	45.27
04/12/11	Delivery Services - Vendor: UNITED PARCEL SERVICE - FROM: Business Center TO: MS.LYNDAH BARTOLOME C/OTHE HISTORIC MAYFAIR HOT 1256 WEST 7TH STREET LOS ANGELES CA	10.85
06/30/11	Registered Agent Services - VENDOR: NATIONAL CORPORATE RESEARCH, LTD* RE: PCJV USA, LLC - DELAWARE GOOD STANDING MAY 20, 2011	168.00
06/30/11	Registered Agent Services - VENDOR: NATIONAL CORPORATE RESEARCH, LTD* RE: POTATO CORNER INTERNATIONAL, INC - DELAWARE AR DELINQUENT, TAX DUE 03/05/11	168.00
Total Disbursements		<u>52,364.96</u>
Total Current Charges		<u>\$ 21,254.46</u>



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R. Olivas

August 16, 2011

REMITTANCE ADVICE

Current Fees	\$ 18,889.50
Current Disbursements	\$ 2,364.96
Total This Invoice	\$ 21,254.46

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